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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION and PACIFIC GAS AND
ELECTRIC COMPANY,

Debtors,

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case, No.
19-30088 (DM)*

Case No. 19-30088 (DM)

Chapter 11

**WRIGHT TREE SERVICE OF THE
WEST, INC., AND CN UTILITY
CONSULTING, INC.'S LIMITED
OBJECTION AND RESERVATION OF
RIGHTS TO THE DEBTORS' PROPOSED
ASSUMPTION OF EXECUTORY
CONTRACTS PURSUANT TO CHAPTER
11 PLAN**

Date: May 27, 2020
Time: 10:00 a.m. (PST)
Place: Courtroom 17
450 Golden Gate Avenue, 16th Floor
San Francisco, CA 94102

I. INTRODUCTION

Wright Tree Service of the West, Inc. (“WTSW”), and CN Utility Consulting, Inc. (“CNUC”) hereby file this Limited Objection and Reservation of Rights in response to the *Debtors’ and Shareholder Proponents’ Joint Chapter 11 Plan of Reorganization dated March 16, 2020* [Dkt. No. 6320] (the “**Plan**”) and the *Schedule of Executory Contracts and Unexpired Leases to be Assumed Pursuant to the Plan and Proposed Cure Amounts* (the “**Schedule of Assumed Contracts**”) provided

1 in the *Notice of Filing of Plan Supplement in Connection with Debtors' and Shareholder Proponents'*
2 *Joint Chapter 11 Plan of Reorganization Dated March 16, 2020* [Dkt. No. 7037]. WTSW and CNUC
3 (collectively, the “**Wright Entities**”) file this Limited Objection in order to address a number of
4 concerns with respect to the Debtors' Schedule of Assumed Contracts.

5 The Wright Entities wish to obtain clarification as to the contracts being assumed by the
6 Debtors and to ensure that the Debtors cure all prepetition and postpetition defaults under such
7 agreements in connection with such assumption. The Schedule of Assumed Contracts does not identify
8 the entire universe of agreements under which the Wright Entities are performing services for the
9 Debtors. In addition, the Debtors have not identified proposed Cure Amounts for the contracts between
10 the Debtors and the Wright Entities, even though there are substantial unpaid prepetition amounts
11 owing. The Debtors must cure those amounts, as well as postpetition amounts that are owed. With
12 respect to amounts owing for postpetition services, the Wright Entities are willing to agree that they
13 will be paid in the ordinary course under the terms of the applicable contracts. Finally, it appears that
14 the Schedule of Assumed Contracts and Plan terms may operate to impair the rights of the Wright
15 Entities under the executory contracts being assumed. The Debtors must assume their executory
16 contracts with the Wright Entities without modification. Any and all rights to (i) amounts owing for
17 postpetition services provided and (ii) any other claims arising out of or related to the contracts,
18 including claims related to the fires, must be preserved.

19 II. BACKGROUND

20 The Wright Entities are affiliated entities that provide contracting services to the Debtors.
21 WTSW performs tree trimming, tree, wood and brush removal and related vegetation management
22 services to the Debtors, while CNUC performs planning and pre-inspection services.

23 With limited exceptions, the Plan provides for the assumption of executory contracts not
24 specifically designated as an executory contract or unexpired lease to be rejected on the Debtors'
25 Schedule of Rejected Contracts. *See* Plan, § 8.1. On May 1, 2020, the Debtors filed their Schedule of
26 Rejected Contracts. No agreements between the Wright Entities and the Debtors appear on the
27 Schedule of Rejected Contracts. Accordingly, the Debtors are assuming all executory contracts with
28

1 the Wright Entities. Separately, the Debtors filed their Schedule of Assumed Contracts, which includes
2 a list of executory contracts the Debtors intend to assume in connection with the Plan, along with the
3 Debtors' proposed Cure Amount for each agreement. The Schedule of Assumed Contracts does not
4 list all of the executory contracts between the Debtors and the Wright Entities.

5 On the Schedule of Assumed Contracts, the Debtors listed only one agreement for which
6 WTSW is a counterparty. The title of the agreement is listed as "Emergency Response." No proposed
7 Cure Amount is listed in connection with the "Emergency Response" agreement.

8 WTSW provides services to the Pacific Gas & Electric Company pursuant to a Contract (Long
9 Form) dated as of March 4, 2013, and with the Contract No. 4400007501, along with all amendments,
10 supplements, addenda, and schedules thereto (the "**WTSW March 4 Contract**"). WTSW filed a
11 proof of claim in this case for \$4,425,523.35 in outstanding invoices under the WTSW March 4
12 Contract for work performed by WTSW prior to the petition date. The contract number for the WTSW
13 March 4 Contract is "MSA C1031." In addition, WTSW has entered into the following other
14 agreements with the Debtors: (i) MSA C694 (formerly Contract No. 4400007500); and (ii) MSA C792
15 (formerly 4400010922) - Emergency Storm Support.

16 CNUC provides services to Debtor Pacific Gas and Electric Company pursuant to the Contract
17 (Long Form) dated April 22, 2014, along with all amendments, attachments, change orders, contract
18 work authorizations, supplements, addenda, and schedules thereto (the "**CNUC April 22 Contract**").
19 The CNUC April 22 Contract has the Contract No. C704. CNUC filed a proof of claim in this case for
20 a total of \$471,674.82 in outstanding invoices under the CNUC April 22 Contract for work performed
21 by CNUC prior to the petition date.¹

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27 ¹ The prepetition claims of WTSW and CNUC for the invoices itemized in the proofs of claim were
28 transferred to Whitebox Multi-Strategy Partners, LP.

1 Collectively, the WTSW March 4 Contract, the CNUC April 22 Contract, and the additional
2 contracts between the Wright Entities and the Debtors, including the MSAs referenced above, are
3 referred to in this Limited Objection as the “**Wright Assumed Contracts.**”²

4 The Wright Entities have continued to perform services postpetition under the Wright
5 Assumed Contracts and are owed money by the Debtors for postpetition services. The postpetition
6 amounts owed by the Debtors to the Wright Entities under the Wright Assumed Contracts are
7 estimated to be as follows: (i) CNUC believes that \$1,392,734.77 is owed under Contract No. C704
8 (CNUC April 22 Contract) as of May 2, 2020; and (ii) WTSW believes that \$15,201,213.74 is owed
9 under the Wright Assumed Contracts as of May 2, 2020.³

10 III. LIMITED OBJECTION

11 The Schedule of Assumed Contracts does not identify all agreements between the Wright
12 Entities and the Debtors. As set forth above, the Schedule of Assumed Contracts lists only one of the
13 documents that memorialize the contracts between WTSW and the Debtors, and none of the contracts
14 between CNUC and the Debtors. Moreover, it appears that the Debtors are attempting to improperly
15 impair the rights of the Wright Entities under the contracts being assumed. The Debtors must assume
16 the Wright Assumed Contracts in their entirety, without modification.

17 The Plan, in Section 8.1(c), provides that each executory contract assumed pursuant to the Plan
18 “shall vest in, and be fully enforceable by, the applicable Reorganized Debtor in accordance with its
19 terms, “except as modified by the provisions of this Plan” Separately, Section 8.2(e) of the Plan
20 states that assumption “shall result in the full release and satisfaction of any Claims and Causes of
21 Action against any Debtor or defaults by any Debtor arising under any assumed executory contract”
22 prior to assumption. The Debtors could argue that, according to this language, contract counterparties’

23 _____
24 ² In the short time period since the filing of the Debtors’ Plan Supplement, the Wright Entities have
25 been unable to identify and review all applicable agreements and understandings between the Wright
Entities and the Debtors, and confirm the exact balances owing under each agreement.

26 ³ WTSW has not yet confirmed how this estimated unpaid balance is divided among the agreements
27 between WTSW and the Debtors. The Wright Entities reserve the right to amend this Limited
Objection, including but not limited for the purposes of adding additional contracts or other
28 obligations, adding additional amounts owed, or revising the amounts owed as stated herein.

1 claims and defenses, including the defenses of setoff and recoupment, related to assumed contracts are
2 released under the terms of the Plan. Separately, the Schedule of Assigned Contracts, in Paragraph 13,
3 purports to strip the Debtors' contract counterparties of their indemnification rights under assumed
4 executory contracts.

5 An executory contract must be assumed or rejected in its entirety. *In re MF Global Holdings*
6 *Ltd.*, 466 B.R. 239, 241 (Bankr. S.D.N.Y. 2012) ("the trustee must either assume the entire contract,
7 cum onere, or reject the entire contract, shedding obligations as well as benefits."). *See also In re*
8 *Teligent, Inc.*, 268 B.R. 723, 728 (Bankr. S.D.N.Y. 2001) (stating that the rule with respect to whether
9 separately executed agreements are in reality one also "applies to assumption and rejection issues
10 under § 365"). The Wright Entities object to the proposed assumption of any executory contracts to
11 which they are a party to the extent that such assumption does not include the assumption of the *entire*
12 contract, including all agreements, addenda, supplements, and amendments that compromise a single
13 integrated contract. The Wright Entities further object to the Debtors' attempt to carve out any
14 indemnification obligations they may have under the Wright Assumed Contracts and attempts to
15 eliminate the Wright Entities' valid claims and defenses related to such contracts. Assumption of the
16 Wright Assumed Contracts must be without modification to CEI's rights thereunder.

17 In addition, in connection with the Debtors' assumption of the Wright Assumed Contracts, the
18 Debtors must cure the outstanding prepetition and postpetition defaults existing thereunder. This
19 includes payment of the prepetition claim amounts owed under the WTSW March 4 Contract and the
20 CNUC April 22 Contract, as evidenced by the proofs of claim filed by CNUC and WTSW. Section 11
21 U.S.C. § 365(b)(1) provides that if there has been a default in an executory contract of the debtor, it
22 cannot be assumed unless, at the time of assumption of such contract, the debtor cures or provides
23 adequate assurance that it will promptly cure such default. The Debtors' obligation to cure defaults
24 includes the obligation to cure all postpetition amounts owing to the Wright Entities under the Wright
25 Assumed Contracts in connection with such assumption. *See, e.g., In re Culture Project*, 571 B.R. 555
26 (Bankr. S.D.N.Y. 2017); *In re Rachel Industries, Inc.*, 109 B.R. 797 (Bankr. W.D. Tenn. 1990) (stating
27 that "the debtor, when attempting to assume under § 365, must cure both prepetition and postpetition
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1 defaults”). The Debtors’ proposed Cure Amounts are not adequate because they are limited to the
2 *prepetition* defaults that the Debtors believe are owed. While the Wright Entities assume that the
3 Debtors intend to pay for postpetition services in the ordinary course, the Debtors do not identify
4 postpetition defaults and have not confirmed that they will cure those defaults as well. *See Schedule*
5 *of Assumed Contracts*, ¶ 6.

6 The Debtors must compensate, or provide adequate assurance that they will promptly
7 compensate, their contract counterparties of any actual pecuniary loss resulting to such party from the
8 defaults. In addition, the Debtors must provide adequate assurance of future performance under such
9 contracts, and adequate assurance that they will continue to honor all aspects of the Wright Assumed
10 Contracts. The Wright Entities are willing to work with the Debtors in advance of the confirmation
11 hearing to attempt to reach an agreement on the amount of the prepetition amounts owing under the
12 Wright Assumed Contracts. The Wright Entities are also willing to work with the Debtors to obtain
13 their confirmation that the postpetition amounts owing will be paid by the Debtors in the ordinary
14 course under the terms of the Wright Assumed Contracts.

15 The contact information for the person authorized to resolve this Objection on behalf of the
16 Wright Entities is as follows:

17
18 Austin Kennedy
19 General Counsel & Vice President
20 WRIGHT SERVICE CORP.
21 5930 Grand Avenue, West Des Moines, Iowa 50266
22 Direct: (515) 271-1169
23 Toll Free Office: (888) 972-5930
24 Local Office: (515) 271-1198
25 akennedy@wrightservicecorp.com

26 IV. CONCLUSION

27 For the foregoing reasons, the Wright Entities respectfully request that the Court condition
28 assumption of the Wright Assumed Contracts on the terms and conditions requested by the Wright
Entities herein.

MICHAEL B. LUBIC
MATTHEW G. BALL
K&L GATES LLP

Dated: May 15, 2020

By: /s/ Michael B. Lubic
Michael B. Lubic

*Attorneys for Wright Tree Service of the West,
Inc., and CN Utility Consulting, Inc.*

1 **CERTIFICATE OF SERVICE**

2 I am employed in the county of Los Angeles, State of California. I am over the age of 18 and
3 not a party to the within action; my business address is K&L GATES LLP, 10100 Santa Monica
4 Boulevard, 8th Floor, Los Angeles, California 90067.

5 On May 15, 2020, I served the document described as:

6 **WRIGHT TREE SERVICE OF THE WEST, INC., AND CN UTILITY CONSULTING,
7 INC.'S LIMITED OBJECTION AND RESERVATION OF RIGHTS TO THE DEBTORS'
8 PROPOSED ASSUMPTION OF EXECUTORY**

9 ☒ **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF):**
10 The foregoing document will be served by the court via NEF and hyperlink to the document.
11 On May 15, 2020, I checked the CM/ECF docket for this bankruptcy case and determined
12 that the following persons are on the Electronic Mail Notice List to receive NEF transmission
13 at the email addresses stated on the next pages.

14 **See attached Electronic Mail Notice List**

15 ☒ **BY EMAIL (COURTESY COPY):** by transmitting a true copy of the foregoing document
16 to the following e-mail addresses stated in Exhibit A:

17 I declare under penalty of perjury under the laws of the United States of America that the
18 foregoing is true and correct.

19 Executed on May 15, 2020, at Los Angeles, California.

20 /s/ Jonathan Randolph
21 Jonathan Randolph
22
23
24
25
26
27
28

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